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* CERTIFIED BY FLORIDA BAR
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FELLOW, AMERICAN COLLEGE OF
TRUST AND ESTATE COUNSEL

May 26, 2000

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1855.00 **70.00

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: Griffis Family Interests, Ltd. and Griffis GP, Inc.

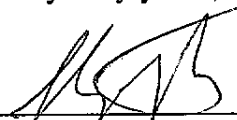
Gentlemen:

I am enclosing the following documents relating to the establishment of a Florida limited partnership and a Florida corporation which is the general partner of the limited partnership:

1. Certificate of Griffis Family Interests, Ltd. signed by James A. Griffis, Jr., President of Griffis GP, Inc., General Partner, and attached Affidavit regarding Capital Contributions (in duplicate).
2. Articles of Incorporation of Griffis GP, Inc. (in duplicate).
3. Check in the amount of \$1,855, representing the filing fee (\$35) and Registered Agent Designation (\$35) for Griffis GP, Inc., \$35 for the Registered Agent Designation for Griffis Family Interests, Ltd. and \$1,750 as the maximum fee for establishing Griffis Family Interests, Ltd.

Please call me if you have any questions or need any additional information. Otherwise, please send me a date-stamped copy of the Articles of Incorporation and Certificate of Limited Partnership along with the appropriate Certificates indicating the entities have been organized.

Very truly yours,


Stephen J. Aucamp

SJA/bhs

Enclosures

cc: James A. Griffis, Jr.

Roger F. Farleigh

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FILED
MAY 31 AM 8:39
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

CB
4-9-00
U-5

ARTICLES OF INCORPORATION
OF
GRIFFIS GP, INC.

FILED
00 MAY 31 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, desiring to form a business corporation under the Florida General Corporation Act, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: **GRIFFIS GP, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

555 SE 6th Avenue, #11D
Delray Beach, FL 33483

ARTICLE III - CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding at any one time is one thousand (1,000) shares, without par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the corporation is:

James A. Griffis, Jr.
555 SE 6th Avenue, #11D
Delray Beach, FL 33483

ARTICLE V - INCORPORATOR

The name and address of the incorporator these Articles of Incorporation is:

James A. Griffis, Jr.
555 SE 6th Avenue, #11D
Delray Beach, FL 33483


ARTICLE VI - DIRECTORS

The names and addresses of the initial directors of the corporation are:

James A. Griffis, Jr.
555 SE 6th Avenue, #11D
Delray Beach, FL 33483

Mary H. Griffis
555 SE 6th Avenue, #11D
Delray Beach, FL 33483

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 3rd day of May, 2000.

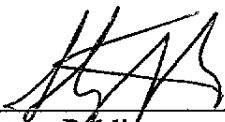


James A. Griffis, Jr.
Incorporator

STATE OF FLORIDA)
 : SS:
COUNTY OF PALM BEACH)

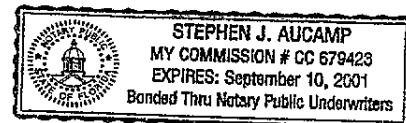
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared JAMES A. GRIFFIS, JR., to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation as Incorporator.

WITNESS my hand and official seal at Delray Beach, Florida this 3 day of May, 2000.



Notary Public

My commission expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Griffis GP, Inc.

2. The name and address of the registered agent and office is:

James A. Griffis, Jr.
555 SE 6th Avenue, #11D
Delray Beach, FL 33483

FILED
00 MAY 31 AM 8:40
SECTION OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: May 3, 2000


JAMES A. GRIFFIS, JR.